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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 09/01/11 , and ending 08/31/12

Name of foundation
MABEL Y HUGHES CHARITABLE TRUST
#0101627600 WELLS FARGO BK IM&T TAX

A Employer identification number
84-6070398

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 53456: MAC S4101

Room/suite
22G

B Telephone number (see instructions)
702-765-3967

City or town, state and ZIP code
PHOENIX AZ 85072-3456

C If exemption application is pending check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,653,519

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	40,604	40,604		
	4	Dividends and interest from securities	210,209	210,209		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-843			
	b	Gross sales price for all assets on line 6a 3,940,823				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) **Stmt 1**	9,754	9,754		
	12	**Total.** Add lines 1 through 11	259,724	260,567	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	103,391	77,543		25,848
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) **Stmt 2**	4,020	3,015		1,005
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **Stmt 3**	13,646	1,290		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) **Stmt 4**	4	4		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	121,061	81,852	0	26,853
	25	Contributions, gifts, grants paid	368,000			368,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	489,061	81,852	0	394,853
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-229,337			
	b	**Net investment income** (if negative, enter -0-)		178,715		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2011)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	567,129	483,646	483,646
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less. allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 5	4,983,831	4,497,543	5,722,585
	c	Investments—corporate bonds (attach schedule) See Stmt 6	2,127,779	2,050,941	2,146,580
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 7	1,784,903	2,154,389	2,299,284
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 8)	1	1	1,424
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,463,643	9,186,520	10,653,519
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	9,463,643	9,186,520	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	9,463,643	9,186,520	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,463,643	9,186,520	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,463,643
2	Enter amount from Part I, line 27a	2	-229,337
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,234,306
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	47,786
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,186,520

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See attached	P	Various	Various
b	See attached	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	937,733		1,053,885	-116,152
b	3,000,546		2,887,781	112,765
c	2,544			2,544
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-116,152
b				112,765
c				2,544
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-843
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)· If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	512,973	10,580,851	0.048481
2009	507,408	9,637,831	0.052648
2008	562,735	8,998,251	0.062538
2007	480,389	11,857,286	0.040514
2006	631,111	12,541,454	0.050322

2	**Total** of line 1, column (d)	2	0.254503
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050901
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,177,994
5	Multiply line 4 by line 3	5	518,070
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,787
7	Add lines 5 and 6	7	519,857
8	Enter qualifying distributions from Part XII, line 4	8	394,853

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,574
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,574
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,574
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,567		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,567
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,993
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax ▶** 8,993 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK Telephone no. ▶ 720-947-6725

1740 BROADWAY MC 7300-483

Located at ▶ DENVER CO ZIP+4 ▶ 80274

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to·

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. ROBERT ALEXANDER 1625 BROADWAY, SUITE 2200	DENVER CO 80202	8.00	24,000	0	0
WELLS FARGO BANK 1740 BROADWAY, TRUST TAX MC 7300-48	DENVER CO 80270	28.00	79,391	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	8,965,412
b	Average of monthly cash balances			1b	235,741
c	Fair market value of all other assets (see instructions)			1c	1,131,836
d	**Total** (add lines 1a, b, and c)			1d	10,332,989
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	10,332,989
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)			4	154,995
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,177,994
6	**Minimum investment return.** Enter 5% of line 5			6	508,900

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	508,900
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,574		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,574
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	505,326
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	505,326
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	505,326

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	394,853
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	394,853
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	394,853

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					505,326
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years. 20_____ , 20_____ , 20_____					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	16,689				
b	From 2007					
c	From 2008	117,494				
d	From 2009	38,878				
e	From 2010					
f	**Total** of lines 3a through e		173,061			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 394,853					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					394,853
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		110,473			110,473
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		62,588			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		62,588			
10	Analysis of line 9.					
a	Excess from 2007					
b	Excess from 2008	23,710				
c	Excess from 2009	38,878				
d	Excess from 2010					
e	Excess from 2011					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

IAN DREIFALDT, WELLS FARGO BANK 720-947-6630
PRIVATE CLNT SVS, DENVER CO 80274

b The form in which applications should be submitted and information and materials they should include.

REQUESTS MUST BE IN WRITING

c Any submission deadlines:

NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

See Statement 10

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				368,000
Total			▶ 3a	368,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	40,604	
4 Dividends and interest from securities			14	210,209	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	9,754	
8 Gain or (loss) from sales of assets other than inventory			18	-843	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		259,724	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 259,724

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes X No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

WELLS FARGO BANK
JAMES H MILLER
VICE PRESIDENT

Signature of officer or trustee | Date 2/11/13 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
Peggy E. Stricklin, CPA	Peggy E. Stricklin, CPA	01/08/13	

Firm's name ▶ JDS PROFESSIONAL GROUP — PTIN P00294953

Firm's address ▶ 5670 GREENWOOD PLAZA BLVD STE 200
GREENWOOD VILLAGE, CO 80111 — Firm's EIN ▶ 20-8019714 — Phone no 303-771-0123

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
POWERSHARES DB COMMODITY FND	$ 1,938	$ 1,938	$
Other income	7,621	7,621	
MISCELLANEOUS	195	195	
Total	$ 9,754	$ 9,754	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 4,020	$ 3,015	$	$ 1,005
Total	$ 4,020	$ 3,015	$ 0	$ 1,005

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AD VALOREM TAX	$ 47	$ 47	$	$
CURRENT YEAR EXCISE TAX PYMTS	12,356			
FOREIGN TAX	1,243	1,243		
Total	$ 13,646	$ 1,290	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
OTHER	4	4		
Total	$ 4	$ 4	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL CORPORATE EQUITIES	$ 4,983,831	$ 4,497,543		$ 5,722,585
Total	$ 4,983,831	$ 4,497,543		$ 5,722,585

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL CORPORATE OBLIGATIONS	$ 2,127,779	$ 2,050,941		$ 2,146,580
Total	$ 2,127,779	$ 2,050,941		$ 2,146,580

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OTHER INVESTMENTS	$ 784,081	$ 1,079,081		$ 1,089,588
REAL ESTATE FUNDS	1,000,822	1,075,308		1,209,696
Total	$ 1,784,903	$ 2,154,389		$ 2,299,284

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
OIL, GAS & MINERALS	$ 1	$ 1	$ 1,424
Total	$ 1	$ 1	$ 1,424

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
COMMON TRUST FUND UNDISTRIB GAIN / TIMING DIFF.	$ 2,592
CAPITAL GAINS/LOSSES TIMING DIFFERENCES	45,194
Total	$ 47,786

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUESTS MUST BE IN WRITING

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NO SUBMISSION DEADLINES

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE, EDUCATIONAL, RELIGIOUS OR HOSPITAL ORGANIZATIONS.

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
00081T108	ACCO BRANDS CORP								
Sold		05/15/12	0 7966	8 21					
Acq		12/17/10	0 7966	8 21	6 61	6 61	1 60	1 60	L
			Total for 5/15/2012		6 61	6 61	1 60	1 60	
00081T108	ACCO BRANDS CORP								
Sold		06/11/12	621	5,874 78					
Acq		12/17/10	621	5,874 78	5,156 66	5,156 66	718 12	718 12	L
			Total for 6/11/2012		5,156 66	5,156 66	718 12	718 12	
001055102	AFLAC INC								
Sold		01/13/12	1205	52,091 14					
Acq		06/11/03	1205	52,091 14	37,873 15	37,873 15	14,217 99	14,217 99	L
			Total for 1/13/2012		37,873 15	37,873 15	14,217 99	14,217 99	
008882532	AIM INTERNATIONAL GROWTH-Y 8516								
Sold		01/17/12	2213 896	56,985 68					
Acq		06/03/11	2213 896	56,985 68	65,000 00	65,000 00	-8,014 32	-8,014 32	S
			Total for 1/17/2012		65,000 00	65,000 00	-8,014 32	-8,014 32	
024835100	AMERICAN CAMPUS CMNTYS INC								
Sold		08/31/12	150	6,946 64					
Acq		12/07/10	150	6,946 64	4 603 43	4,603 43	2,343 21	2,343 21	L
			Total for 8/31/2012		4,603 43	4,603 43	2,343 21	2,343 21	
025816109	AMERICAN EXPRESS COMPANY								
Sold		10/24/11	1210	58,647 57					
Acq		04/27/10	845	40,956 36	39,382 15	39,382 15	1,574 21	1,574 21	L
Acq		08/18/10	365	17,691 21	15,198 27	15,198 27	2,492 94	2,492 94	L
			Total for 10/24/2011		54,580 42	54,580 42	4,067 15	4,067 15	
03076C106	AMERIPRISE FINL INC								
Sold		01/13/12	1260	64,710 59					
Acq		03/17/10	925	47,505 79	41,035 77	41,035 77	6,470 02	6,470 02	L
Acq		04/09/10	335	17,204 80	15,413 32	15,413 32	1,791 48	1,791 48	L
			Total for 1/13/2012		56,449 09	56,449 09	8,261 50	8,261 50	
04351G101	ASCENA RETAIL GROUP INC								
Sold		06/12/12	3700	71,482 39					
Acq		07/14/11	3700	71,482 39	62,841 91	62,841 91	8,640 48	8,640 48	S
			Total for 6/12/2012		62,841 91	62,841 91	8,640 48	8,640 48	
053484101	AVALONBAY CMNTYS INC								
Sold		08/31/12	225	31,679 52					
Acq		09/07/10	140	19,711 70	15,223 42	15,223 42	4,488 28	4,488 28	L
Acq		12/01/10	85	11,967 82	9,499 60	9,499 60	2,468 22	2,468 22	L
			Total for 8/31/2012		24,723 02	24,723 02	6,956 50	6,956 50	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
055921100	BMC SOFTWARE INC								
Sold		01/13/12	1300	42,249 18					
Acq		10/29/09	800	25,999 50	29,462 24	29,462 24	-3,462 74	-3,462 74	L
Acq		12/14/09	500	16,249 68	19,105 00	19,105 00	-2,855 32	-2,855 32	L
			Total for 1/13/2012		48,567 24	48,567 24	-6,318 06	-6,318 06	
057224107	BAKER HUGHES INC								
Sold		04/02/12	955	39,989 25					
Acq		09/13/11	955	39,989 25	55,103 31	55,103 31	-15,114 06	-15,114 06	S
			Total for 4/2/2012		55,103 31	55,103 31	-15,114 06	-15,114 06	
133131102	CAMDEN PPTY TR SH BEN INT								
Sold		04/03/12	425	27,911 63					
Acq		07/14/11	425	27,911 63	27,892 62	27,892 62	19 01	19 01	S
			Total for 4/3/2012		27,892 62	27,892 62	19 01	19 01	
14149Y108	CARDINAL HEALTH INC COM								
Sold		09/13/11	135	5,479 54					
Acq		03/17/10	135	5,479 54	4,811 40	4,811 40	668 14	668 14	L
			Total for 9/13/2011		4,811 40	4,811 40	668 14	668 14	
156700106	"CENTURYLINK, INC"								
Sold		07/19/12	1565	64,899 09					
Acq		11/24/09	1565	64,899 09	55,957 51	55,957 51	8,941 58	8,941 58	L
			Total for 7/19/2012		55,957 51	55,957 51	8,941 58	8,941 58	
171798101	CIMAREX ENERGY CO								
Sold		09/13/11	545	35,397 12					
Acq		08/18/10	545	35,397 12	38,468 44	38,468 44	-3,071 32	-3,071 32	L
			Total for 9/13/2011		38,468 44	38,468 44	-3,071 32	-3,071 32	
192446102	COGNIZANT TECH SOLUTIONS CRP COM								
Sold		05/17/12	875	52,532 25					
Acq		05/26/11	800	48,029 49	60,096 00	60,096 00	-12,066 51	-12,066 51	S
Acq		06/03/11	75	4,502 76	5,589 75	5,589 75	-1,086 99	-1,086 99	S
			Total for 5/17/2012		65,685 75	65,685 75	-13,153 50	-13,153 50	
20030N101	COMCAST CORP CLASS A								
Sold		07/16/12	255	8,073 24					
Acq		05/26/11	255	8,073 24	6,257 70	6,257 70	1,815 54	1,815 54	L
			Total for 7/16/2012		6,257 70	6,257 70	1,815 54	1,815 54	
20605P101	CONCHO RESOURCES INC								
Sold		09/13/11	565	46,623 01					
Acq		12/10/10	360	29,706 70	30,291 98	30,291 98	-585 28	-585 28	S
Acq		02/08/11	205	16,916 31	19,821 45	19,821 45	-2,905 14	-2,905 14	S
			Total for 9/13/2011		50,113 43	50,113 43	-3,490 42	-3,490 42	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
20825C104	CONOCOPHILLIPS								
Sold		07/19/12	800	45,167 06					
Acq		09/13/11	15	846 88	750 12	750 12	96 76	96 76	S
Acq		07/23/09	785	44,320 18	26,642 62	26,642 62	17,677 56	17,677 56	L
			Total for 7/19/2012		27,392 74	27,392 74	17,774 32	17,774 32	
20825CAS3	CONOCOPHILLIPS 4 750% 2/01/14								
Sold		08/17/12	73000	77,251 88					
Acq		02/09/09	73000	77,251 88	74,350 50	74,350 50	2,901 38	2,901 38	L
			Total for 8/17/2012		74,350 50	74,350 50	2,901 38	2,901 38	
232996512	COMPANHIA DE BEBIDAS-PRF ADR								
Sold		06/21/12	4 7132	30 16					
Acq		03/28/11	3 2152	20 57	00	00	20 57	20 57	L *
Acq		05/26/11	1 498	9 59	00	00	9 59	9 59	L *
			Total for 6/21/2012		0 00	0 00	30 16	30 16	
25264S833	DIAMOND HILL LONG-SHORT FD CL I 11								
Sold		09/30/11	6157 635	94,766 00					
Acq		04/09/10	6157 635	94,766 00	100,000 00	100,000 00	-5,234 00	-5,234 00	L
			Total for 9/30/2011		100,000 00	100,000 00	-5,234 00	-5,234 00	
277923728	EATON VANCE GLOBAL MACRO - I								
Sold		09/30/11	9794 319	96,376 10					
Acq		04/06/11	9794 319	96,376 10	99,822 73	100,000 00	-3,446 63	-3,623 90	S
			Total for 9/30/2011		99,822 73	100,000 00	-3,446 63	-3,623 90	
29476L107	EQUITY RESIDENTIAL PPTYS TR SH BEN								
Sold		08/31/12	435	26,160 31					
Acq		08/19/11	435	26,160 31	25,024 81	25,024 81	1,135 50	1,135 50	L
			Total for 8/31/2012		25,024 81	25,024 81	1,135 50	1,135 50	
337738108	FISERV INC								
Sold		10/24/11	300	17,528 66					
Acq		03/12/09	70	4,090 02	2,300 56	2,300 56	1,789 46	1,789 46	L
Acq		03/16/09	230	13,438 64	7,606 28	7,606 28	5,832 36	5,832 36	L
			Total for 10/24/2011		9,906 84	9,906 84	7,621 82	7,621 82	
337738108	FISERV INC								
Sold		01/13/12	730	44,332 11					
Acq		03/12/09	730	44,332 11	23,991 52	23,991 52	20,340 59	20,340 59	L
			Total for 1/13/2012		23,991 52	23,991 52	20,340 59	20,340 59	
345370860	FORD MOTOR COMPANY								
Sold		07/16/12	3995	36,993 26					
Acq		02/23/11	3785	35,048 68	56,206 87	56,206 87	-21,158 19	-21,158 19	L
Acq		04/05/11	210	1,944 58	3,315 79	3,315 79	-1,371 21	-1,371 21	L
			Total for 7/16/2012		59,522 66	59,522 66	-22,529 40	-22,529 40	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
349913822	FORWARD INTL SMALL COS FD-I 111								
Sold		01/17/12	2607 562	31,212 52					
Acq		06/03/11	2607 562	31,212 52	40,000 00	40,000 00	-8,787 48	-8,787 48	S
			Total for 1/17/2012		40,000 00	40,000 00	-8,787 48	-8,787 48	
36962GT38	GENERAL ELEC CAP COR 5 000% 11/15/11								
Sold		11/15/11	100000	100,000 00					
Acq		01/27/09	100000	100,000 00	102,478 00	102,478 00	-2,478 00	-2,478 00	L
			Total for 11/15/2011		102,478 00	102,478 00	-2,478 00	-2,478 00	
40414L109	HCP INC								
Sold		04/03/12	730	28,747 48					
Acq		07/14/11	730	28,747 48	27,155 85	27,155 85	1,591 63	1,591 63	S
			Total for 4/3/2012		27,155 85	27,155 85	1,591 63	1,591 63	
437076102	HOME DEPOT INC								
Sold		07/16/12	455	23,372 82					
Acq		10/29/09	35	1,797 91	908 53	908 53	889 38	889 38	L
Acq		08/18/10	170	8,732 70	4,900 96	4,900 96	3,831 74	3,831 74	L
Acq		11/24/09	250	12,842 21	6,867 50	6,867 50	5,974 71	5,974 71	L
			Total for 7/16/2012		12,676 99	12,676 99	10,695 83	10,695 83	
464286665	ISHARES INC MSCI PACIFIC EX-JAPAN								
Sold		01/17/12	210	8,620 33					
Acq		02/01/08	210	8,620 33	10,234 13	10,234 13	-1,613 80	-1,613 80	L
			Total for 1/17/2012		10,234 13	10,234 13	-1,613 80	-1,613 80	
464286731	I SHARES MSCI TAIWAN								
Sold		09/13/11	5950	76,694 62					
Acq		08/18/10	5950	76,694 62	75,260 96	75,260 96	1,433 66	1,433 66	L
			Total for 9/13/2011		75,260 96	75,260 96	1,433 66	1,433 66	
464286772	ISHARES INC MSCI SOUTH KOREA INDEX								
Sold		09/13/11	1575	81,971 03					
Acq		06/18/10	1575	81,971 03	75,201 84	75,300 59	6,769 19	6,670 44	L
			Total for 9/13/2011		75,201 84	75,300 59	6,769 19	6,670 44	
464287234	ISHARES TR MSCI EMERGING MARKETS								
Sold		01/17/12	3945	158,191 46					
Acq		09/13/11	320	12,831 75	12,739 10	12,739 10	92 65	92 65	S
Acq		08/04/11	1640	65,762 74	72,420 10	72,420 10	-6,657 36	-6,657 36	S
Acq		04/09/10	785	31,477 90	34,264 47	34,264 47	-2,786 57	-2,786 57	L
Acq		01/11/08	1200	48,119 08	59,760 00	59,760 00	-11,640 92	-11,640 92	L
			Total for 1/17/2012		179,183 67	179,183 67	-20,992 21	-20,992 21	
464287234	ISHARES TR MSCI EMERGING MARKETS								
Sold		07/25/12	2100	79,210 43					
Acq		02/21/12	1390	52,429 76	60,792 07	60,792 07	-8,362 31	-8,362 31	S

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464287234	ISHARES TR MSCI EMERGING MARKETS								
Sold		07/25/12	2100	79,210 43					
Acq		09/13/11	710	26,780 67	28,264 89	28,264 89	-1,484 22	-1,484 22	S
			Total for 7/25/2012		89,056 96	89,056 96	-9,846 53	-9,846 53	
464287739	ISHARES TR DOW JONES U S REAL ESTATE								
Sold		03/22/12	2600	159,871 38					
Acq		06/02/09	1000	61,488 99	34,989 30	34,989 30	26,499 69	26,499 69	L
Acq		09/16/09	1100	67,637 89	48,136 00	48,136 00	19,501 89	19,501 89	L
Acq		11/24/09	500	30,744 50	21,745 00	21,745 00	8,999 50	8,999 50	L
			Total for 3/22/2012		104,870 30	104,870 30	55,001 08	55,001 08	
464288877	ISHARES MSCI EAFE VALUE								
Sold		01/17/12	2750	118,302 72					
Acq		01/11/08	440	18,928 44	30,796 66	30,796 66	-11,868 22	-11,868 22	L
Acq		02/01/08	950	40,868 21	63,440 53	63,440 53	-22,572 32	-22,572 32	L
Acq		11/24/09	1000	43,019 17	52,120 00	52,120 00	-9,100 83	-9,100 83	L
Acq		09/16/09	360	15,486 90	18,622 80	18,622 80	-3,135 90	-3,135 90	L
			Total for 1/17/2012		164,979 99	164,979 99	-46,677 27	-46,677 27	
464288877	ISHARES MSCI EAFE VALUE								
Sold		02/21/12	1060	49,676 21					
Acq		09/16/09	1060	49,676 21	54,833 80	54,833 80	-5,157 59	-5,157 59	L
			Total for 2/21/2012		54,833 80	54,833 80	-5,157 59	-5,157 59	
464288877	ISHARES MSCI EAFE VALUE								
Sold		05/08/12	2830	123,158 84					
Acq		07/23/09	750	32,639 27	33,850 50	33,850 50	-1,211 23	-1,211 23	L
Acq		10/29/09	500	21,759 51	25,640 00	25,640 00	-3,880 49	-3,880 49	L
Acq		09/16/09	80	3,481 52	4,138 40	4,138 40	-656 88	-656 88	L
Acq		05/21/09	1500	65,278 54	63,105 00	63,105 00	2,173 54	2,173 54	L
			Total for 5/8/2012		126,733 90	126,733 90	-3,575 06	-3,575 06	
464288885	ISHARES MSCI EAFE GROWTH								
Sold		01/17/12	2370	125,678 68					
Acq		11/24/09	395	20,946 45	21,961 01	21,961 01	-1,014 56	-1,014 56	L
Acq		01/11/08	725	38,446 01	53,929 49	53,929 49	-15,483 48	-15,483 48	L
Acq		02/01/08	750	39,771 73	54,658 58	54,658 58	-14,886 85	-14,886 85	L
Acq		08/04/08	500	26,514 49	33,475 00	33,475 00	-6,960 51	-6,960 51	L
			Total for 1/17/2012		164,024 08	164,024 08	-38,345 40	-38,345 40	
464288885	ISHARES MSCI EAFE GROWTH								
Sold		02/21/12	865	49,762 64					
Acq		10/29/09	460	26,463 37	25,077 18	25,077 18	1,386 19	1,386 19	L
Acq		11/24/09	405	23,299 27	22,516 99	22,516 99	782 28	782 28	L
			Total for 2/21/2012		47,594 17	47,594 17	2,168 47	2,168 47	

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Account Id: 0101627600

Wells Fargo

Statement of Capital Gains and Losses From Sales

(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

HUGHES, MABEL Y T/U/W

Trust Year 9/1/2011 - 8/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464288885	ISHARES MSCI EAFE GROWTH								
Sold		05/08/12	2290	126,794 69					
Acq		09/16/09	1500	83,053 29	81,510 00	81,510 00	1,543 29	1,543 29	L
Acq		07/23/09	750	41,526 65	36,970 50	36,970 50	4,556 15	4,556 15	L
Acq		10/29/09	40	2,214 75	2,180 62	2,180 62	34 13	34 13	L
			Total for 5/8/2012		120,661 12	120,661 12	6,133 57	6,133 57	
46429B705	ISHARES MSCI RUSSIA								
Sold		09/13/11	3125	71,068 32					
Acq		04/08/11	3125	71,068 32	99,962 81	99,962 81	-28,894 49	-28,894 49	S
			Total for 9/13/2011		99,962 81	99,962 81	-28,894 49	-28,894 49	
50075N104	KRAFT FOODS INC								
Sold		04/02/12	1630	62,025 98					
Acq		05/20/08	1630	62,025 98	53,301 00	53,301 00	8,724 98	8,724 98	L
			Total for 4/2/2012		53,301 00	53,301 00	8,724 98	8,724 98	
580135101	MCDONALDS CORP								
Sold		07/16/12	100	9,193 89					
Acq		12/13/10	100	9,193 89	7,759 73	7,759 73	1,434 16	1,434 16	L
			Total for 7/16/2012		7,759 73	7,759 73	1,434 16	1,434 16	
58155Q103	MCKESSON CORP								
Sold		09/13/11	95	7,028 91					
Acq		11/24/09	95	7,028 91	6,008 75	6,008 75	1,020 16	1,020 16	L
			Total for 9/13/2011		6,008 75	6,008 75	1,020 16	1,020 16	
58155Q103	MCKESSON CORP								
Sold		07/19/12	725	69,887 64					
Acq		10/29/09	500	48,198 37	29,458 00	29,458 00	18,740 37	18,740 37	L
Acq		11/24/09	225	21,689 27	14,231 25	14,231 25	7,458 02	7,458 02	L
			Total for 7/19/2012		43,689 25	43,689 25	26,198 39	26,198 39	
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold		10/24/11	1075	51,921 50					
Acq		08/18/10	1030	49,748 04	48,050 12	48,050 12	1,697 92	1,697 92	L
Acq		04/05/11	45	2,173 46	2,528 94	2,528 94	-355 48	-355 48	S
			Total for 10/24/2011		50,579 06	50,579 06	1,342 44	1,342 44	
589509108	MERGER FD SH BEN INT 260								
Sold		02/21/12	12933 754	203,059 94					
Acq		04/09/10	12933 754	203,059 94	205,000 00	205,000 00	-1,940 06	-1,940 06	L
			Total for 2/21/2012		205,000 00	205,000 00	-1,940 06	-1,940 06	
637071101	NATIONAL OILWELL INC COM								
Sold		07/19/12	785	55,234 35					
Acq		09/13/11	10	703 62	638 50	638 50	65 12	65 12	S
Acq		04/08/11	775	54,530 73	62,061 61	62,061 61	-7,530 88	-7,530 88	L
			Total for 7/19/2012		62,700 11	62,700 11	-7,465 76	-7,465 76	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
674599105	OCCIDENTAL PETE CORP								
Sold		08/29/12	625	53,898 11					
Acq		08/18/10	385	33,201 24	29,055 91	29,055 91	4,145 33	4,145 33	L
Acq		10/29/09	140	12,073 18	11,134 20	11,134 20	938 98	938 98	L
Acq		12/14/09	100	8,623 70	7,779 00	7,779 00	844 70	844 70	L
			Total for 8/29/2012		47,969 11	47,969 11	5,929 00	5,929 00	
693390882	PIMCO FOREIGN BD FD USD H-INST 103								
Sold		02/21/12	6355 873	67,435 81					
Acq		06/18/10	6355 873	67,435 81	66,800 22	66,800 22	635 59	635 59	L
			Total for 2/21/2012		66,800 22	66,800 22	635 59	635 59	
713448108	PEPSICO INC								
Sold		01/13/12	765	49,211 58					
Acq		01/28/98	765	49,211 58	27,505 57	27,505 57	21,706 01	21,706 01	L
			Total for 1/13/2012		27,505 57	27,505 57	21,706 01	21,706 01	
718546104	PHILLIPS 66								
Sold		07/16/12	400	14,239 72					
Acq		09/13/11	7 5	266 99	222 93	222 93	44 06	44 06	S
Acq		07/23/09	392 5	13,972 73	7,917 79	7,917 79	6,054 94	6,054 94	L
			Total for 7/16/2012		8,140 72	8,140 72	6,099 00	6,099 00	
722005220	PIMCO FOREIGN BOND (UNHEDGED) 1853								
Sold		02/21/12	4702 344	51,114 48					
Acq		06/25/10	4702 344	51,114 48	47,305 58	47,305 58	3,808 90	3,808 90	L
			Total for 2/21/2012		47,305 58	47,305 58	3,808 90	3,808 90	
722005220	PIMCO FOREIGN BOND (UNHEDGED) 1853								
Sold		05/01/12	12124 317	134,579 92					
Acq		06/25/10	12124 317	134,579 92	121,970 63	121,970 63	12,609 29	12,609 29	L
			Total for 5/1/2012		121,970 63	121,970 63	12,609 29	12,609 29	
73935S105	POWERSHARES DB COMMODITY INDEX								
Sold		01/17/12	775	21,257 84					
Acq		04/14/10	775	21,257 84	19,142 50	19,142 50	2,115 34	2,115 34	L
			Total for 1/17/2012		19,142 50	19,142 50	2,115 34	2,115 34	
74144T108	T ROWE PRICE GROUP INC								
Sold		09/13/11	915	46,099 83					
Acq		04/08/11	915	46,099 83	62,283 32	62,283 32	-16,183 49	-16,183 49	S
			Total for 9/13/2011		62,283 32	62,283 32	-16,183 49	-16,183 49	
74340W103	PROLOGIS INC								
Sold		08/31/12	800	27,167 47					
Acq		04/03/12	800	27,167 47	28,847 84	28,847 84	-1,680 37	-1,680 37	S
			Total for 8/31/2012		28,847 84	28,847 84	-1,680 37	-1,680 37	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
74460D109	PUBLIC STORAGE INC COM								
Sold		08/31/12	220	31,868 92					
Acq		08/19/11	220	31,868 92	25,500 00	25,500 00	6,368 92	6,368 92	L
			Total for 8/31/2012		25,500 00	25,500 00	6,368 92	6,368 92	
870297801	ELEMENTS ROGERS TOTAL RETURN								
Sold		01/17/12	890	7,662 75					
Acq		05/24/11	890	7,662 75	8,570 70	8,570 70	-907 95	-907 95	S
			Total for 1/17/2012		8,570 70	8,570 70	-907 95	-907 95	
870297801	ELEMENTS ROGERS TOTAL RETURN								
Sold		04/03/12	5545	49,665 45					
Acq		05/24/11	5545	49,665 45	53,398 35	53,398 35	-3,732 90	-3,732 90	S
			Total for 4/3/2012		53,398 35	53,398 35	-3,732 90	-3,732 90	
87612E106	TARGET CORP								
Sold		07/16/12	145	8,969 50					
Acq		12/17/10	145	8,969 50	8,515 56	8,515 56	453 94	453 94	L
			Total for 7/16/2012		8,515 56	8,515 56	453 94	453 94	
882508104	TEXAS INSTRUMENTS INC								
Sold		07/19/12	2010	56,313 30					
Acq		04/05/11	1875	52,531 06	65,343 56	65,343 56	-12,812 50	-12 812 50	L
Acq		10/24/11	135	3,782 24	4,167 45	4,167 45	-385 21	-385 21	S
			Total for 7/19/2012		69,511 01	69,511 01	-13,197 71	-13,197 71	
885215566	THORNBURG INTL VALUE FUND-CL I 209								
Sold		01/17/12	2142 386	53,988 13					
Acq		06/03/11	2142 386	53,988 13	65,000 00	65,000 00	-11,011 87	-11,011 87	S
			Total for 1/17/2012		65,000 00	65,000 00	-11,011 87	-11,011 87	
88579Y101	3M CO								
Sold		10/24/11	700	56,568 57					
Acq		12/14/09	600	48,487 35	49,206 00	49,206 00	-718 65	-718 65	L
Acq		08/18/10	100	8,081 22	8,309 92	8,309 92	-228 70	-228 70	L
			Total for 10/24/2011		57,515 92	57,515 92	-947 35	-947 35	
887389104	TIMKEN CO								
Sold		07/19/12	1450	64,642 74					
Acq		10/24/11	1450	64,642 74	59,682 00	59,682 00	4,960 74	4,960 74	S
			Total for 7/19/2012		59,682 00	59,682 00	4,960 74	4,960 74	
91529Y106	UNUM GROUP								
Sold		07/19/12	2260	43,762 12					
Acq		10/29/09	1110	21,493 78	23,330 98	23,330 98	-1,837 20	-1,837 20	L
Acq		08/18/10	550	10,650 07	11,533 34	11,533 34	-883 27	-883 27	L
Acq		11/24/09	600	11,618 26	11,598 00	11,598 00	20 26	20 26	L
			Total for 7/19/2012		46,462 32	46,462 32	-2,700 20	-2,700 20	

Wells Fargo

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
HUGHES, MABEL Y. T/U/W
Trust Year 9/1/2011 - 8/31/2012

Account Id: 0101627600

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
983134107	WYNN RESORTS LTD								
Sold		07/12/12	420	40,705 53					
Acq		05/26/11	420	40,705 53	60,311 87 ┌	60,311 87	-19,606 34	-19,606 34	L
			Total for 7/12/2012		60,311 87	60,311 87	-19,606 34	-19,606 34	
H89128104	TYCO INTERNATIONAL LTD NEW								
Sold		07/19/12	320	16,908 42					
Acq		11/24/09	320	16,908 42	11,702 40 ┌	11,702 40	5,206 02	5,206 02	L
			Total for 7/19/2012		11,702 40	11,702 40	5,206 02	5,206 02	
H89128104	TYCO INTERNATIONAL LTD NEW								
Sold		08/29/12	1090	61,345 78					
Acq		11/24/09	190	10,693 30	6,948 30 ┌	6,948 30	3,745 00	3,745 00	L
Acq		10/29/09	900	50,652 48	30,531 96 ┌	30,531 96	20,120 52	20,120 52	L
			Total for 8/29/2012		37,480 26	37,480 26	23,865 52	23,865 52	
			Total for Account: 0101627600		3,941,665 84	3,941,941 86	-3,387 12	-3,663 14	

Total Proceeds:

3,938,278 72

	Fed	State
S/T Gain/Loss	-116,151 61	-116,328 88
L/T Gain/Loss	112,764 49	112,665 74

CAUTION: One or more sales in this account may not have Tax Cost. The Gain/Loss from these sales are included in the totals above.

Mabel Y Hughes Charitable Trust
EIN 84-6070398
Year End 8/31/2012
Part I Line 25 Contributions, gifts, grants paid
Part XV - Supplementary Information Line 3

Organization Name	Dist date	amount	Mission Statement
CASA OF THE PIKES PEAK REGION	9/7/11	$5,000 00	To provide a voice in court for children who are victims of abuse, neglect or domestic conflict and to promote community awareness of these issues to ensure safe and permanent homes
RECORDING FOR THE BLIND AND DYSLEXIC	9/7/11	$7,500 00	To create opportunities for the individual success by providing , and promoting the effective use of accessible educational materials
UNIVERSITY OF COLORADO FOUNDATION DEPRESSION CENTER	9/7/11	$7,500 00	To improve the lives of people with depression and other mood disorders through clinical excellence, innovative research, community programs and education
LITTLE SISTERS OF THE POOR	9/7/11	$7,500 00	Dedicated to providing a home care and loving companionship to elderly men and women who cannot afford to support themselves
KARIS COMMUNITY	9/7/11	$3,000 00	To provide transitional community living opportunity for restoring basic life skills and improving the social well-being of individuals recovering from serious and persistent mental illness
BIG BROTHERS BIG SISTERS OF COLORADO	9/7/11	$5,000 00	To help children reach their full potential through professionally supported one-to-one volunteer mentoring relationships with measurable impact
COLFAX COMMUNITY NETWORK INC	9/7/11	$10,000 00	To provide children and families residing in low-income transient housing (primarily residential motels) along Colfax Avenue with information, services and programs that will strengthen and improve family and community life
GOODWILL INDUSTRIES OF DENVER	9/7/11	$5,000 00	mentoring relationships with measurable impact
MI CASA RESOURCE CENTER FOR WOMEN INC	9/7/11	$7,500 00	To "advance the economic success of Latino families "
YOUTHBIZ INC	9/7/11	$10,000 00	To advance the social and economic empowerment of youth through a focus on business, academics, and leadership
ANCHOR CENTER FOR BLIND CHILDREN	9/7/11	$10,000 00	To teach life skills to young children with visual impairments and provide services to their families
CHILDRENS ADVOCACY AND FAMILY RESOURCES INC -SUNGATE KIDS	9/7/11	$5,000 00	To coordinate a comprehensive, multi-disciplinary community response designed to meet the needs of abused children and their families
HEP C CONNECTION	9/7/11	$2,000 00	To educate the general public about hepatitis C and to provide resources and support for those affected by the virus
FLORENCE CRITTENTON SERVICES OF COLORADO	9/7/11	$5,000 00	To support through the delivery of a broad spectrum of academic, parenting, and life skill services to high-risk pregnant and parenting teens in metro Denver
GIRLS INC	9/7/11	$5,000 00	To meet the needs of girls and young women in our community, to help them develop the capacity to be self-sufficient responsible citizens, to serve as a vigorous advocate, focusing attention on their special needs
CENTRAL CITY OPERA	9/7/11	$20,000 00	Presenting professional opera in Colorado, training talented young singers, providing education and outreach programs, and preserving the Opera House and other Central City properties
DUMB FRIENDS LEAGUE	9/7/11	$7,500 00	To provide shelter and care for animals, provide programs and services that enhance the bond between animals and humans, and be advocates for animals
SEWALL CHILD DEVELOPMENT CENTER	9/7/11	$10 000 00	Offered a team approach to educational and therapeutic intervention for Denver's preschool children—with and without special needs
DENVER ZOOLOGICAL FOUNDATION INC	12/29/11	$10 000 00	Provide wildlife conservancy w/ high quality experiences in an urban setting and environmental education inspiring global conservation
INVEST IN KIDS	12/29/11	$10,000 00	To partner with communities to improve the health and well-being of Colorado's children, through effective, research based programs
OPERA COLORADO	12/29/11	$5,000 00	To entertain our audience by creating the passion excitement and art of grand opera and to promote opera to the widest possible audience through educational and cultural activities
OUTWARD BOUND INC FBO DENVER OFFICE	12/29/11	$7,500 00	To inspire character development and self-discovery in people of all ages and walks of life through challenge and adventure
SACRED HEART HOUSE OF DENVER	12/29/11	$12 000 00	To help homeless mothers with children and single women achieve and maintain self-sufficiency

Mabel Y Hughes Charitable Trust
EIN 84-6070398
Year End 8/31/2012
Part I Line 25 Contributions, gifts, grants paid
Part XV - Supplementary Information Line 3

Organization Name	Dist date	amount	Mission Statement
STRINGS MUSIC FESTIVAL	12/29/11	$5,000 00	To present innovative programs of distinctive classical and popular contemporary music to audiences of all ages, enhancing the cultural, educational and entertainment experiences of the community of Northwest Colorado and its visitors
VOLUNTEERS OF AMERICA	12/29/11	$7,500 00	To identify and serve the basic needs of the most vulnerable individuals and families in the community according to the tradition and charter provisions of the Volunteers of America Inc "
COLORADO NEUROLOGICAL INST	12/29/11	$5,000 00	To deliver personalized, comprehensive care to patients with neurological conditions thru coordinated patient care, education, research
KIDS IN NEED OF DENTISTRY	12/29/11	$8,000 00	To provide dental care to children of families with low income
SAFEHOUSE DENVER INC	12/29/11	$8 000 00	To help women, children and youth reclaim their right to a life free of domestic violence
SAVE OUR YOUTH, INC	12/29/11	$10,000 00	To make a timely intervention in the lives of at-risk youth through mentor relationships, which provide the skills for success in educational emotional and spiritual development
COLORADO SYMPHONY ASSN	12/29/11	$15,000 00	To appeal to a broad range of musical interests and tastes, ensuring the orchestra's capacity to have a significant impact on the quality of life experienced by Colorado residents
DENVER BOTANIC GARDEN, INC	12/29/11	$20 000 00	To educate the public about plants and their importance in our lives
CONFLICT CENTER	12/29/11	$10,000 00	To reduce levels of physical, verbal and emotional violence by teaching and applying skills helping people in diverse communities to manage their everyday conflicts nonviolently
CHILDREN'S MUSEUM OF DENVER, INC	12/29/11	$10,000 00	To create a community where children and their grownups learn through play
DENVER CHILDREN'S HOME	12/29/11	$10,000 00	To provide a therapeutic, safe place for emotionally distressed children adolescents and their families to heal and grow
DENVER STREET SCHOOL	12/29/11	$7,500 00	Dedicated to the belief that a quality education is the most effective way of transforming many disenfranchised members of our society into productive citizens
COLORADO MUSEUM OF NATURAL HISTORY	12/29/11	$15,000 00	inspire minds of all ages through scientific discovery
BIG BROTHERS BIG SISTERS OF CO	12/29/11	$5,000 00	To help children reach their full potential
LITTLE SISTERS OF THE POOR	5/4/12	$5,000 00	Dedicated to providing a home, care and loving companionship to elderly men and women who cannot afford to support themselves
DENVER KIDS, INC	5/4/12	$5,000 00	To help students in Denver Public Schools, who face the personal challenges of higher risk environments, successfully complete high school and become useful productive members of the community
SENIORS, INC	5/4/12	$5 000 00	Dedicated to promoting independence and enriching the quality of life as we age
PLANNED PARENHOOD OF THE ROCKY MOUNTAINS	5/4/12	$25,000 00	In brief To focus on providing education and choices in the prevention of unintended pregnancies, sexually transmitted diseases, and breast, cervical and testicular cancers
SEWALL CHILD DEVELOPMENT	5/4/12	$10 000 00	Offered a team approach to educational and therapeutic intervention for Denver's preschool children--with and without special needs
LOST AND FOUND	5/4/12	$5,000 00	Provides prevention, intervention and treatment services to at-risk children, youth, and families along a faith based continuum of care
<u>TOTAL</u>		$368,000 00	

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Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MABEL Y HUGHES CHARITABLE TRUST #0101627600 WELLS FARGO BK IM&T TAX	Employer identification number (EIN) or ☒ 84-6070398
	Number, street, and room or suite no. If a P O. box, see instructions. P.O. BOX 53456: MAC S4101 22G	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHOENIX AZ 85072-3456	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WELLS FARGO BANK
1740 BROADWAY MC 7300-483

- The books are in the care of ▶ WELLS FARGO BANK CO 80274

Telephone No. ▶ 720-947-6725 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 04/15/13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning 09/01/11 , and ending 08/31/12 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 3,574
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 12,567
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
DAA